

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

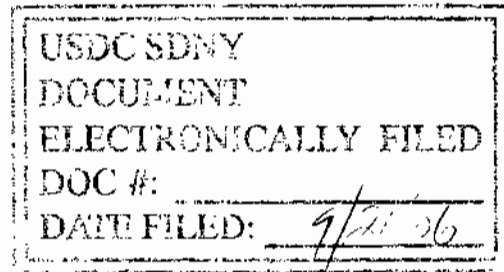
MASTERCARD INTERNATIONAL
INCORPORATED,

Plaintiff,

v.

FÉDÉRATION INTERNATIONALE DE
FOOTBALL ASSOCIATION,

Defendant.



Case No. 06 Civ. 3036 (LAP) (RLE)

~~PROPOSED~~ ORDER

After considering the pleadings, all other materials in the record, the submissions of the parties and third party Visa International Service Association ("Visa"), including the letters from counsel for Visa, dated September 11 & 14, 2006, and counsel for Plaintiff MasterCard International Incorporated ("MasterCard"), dated September 13, 2006, and hearing oral argument on Visa's request that it be deemed an indispensable party to this action thus requiring dismissal:

IT IS HEREBY ORDERED that the letters from counsel for Visa, dated September 11 & 14, 2006, and counsel for Plaintiff MasterCard, dated September 13, 2006, shall be treated as motion papers and made a part of the record in this action and the Clerk of the Court is directed to take such steps as are necessary to implement this Order; and it is further

ORDERED that Visa's application to be deemed an indispensable party under Rule 19 of the Federal Rules of Civil Procedure is denied; and it is further

ORDERED, that all parties shall bear their own costs, expenses and attorneys'

fees in connection with Visa's application.

September 21, 2006

*So ordered
Santana P. Pucka
USDC*